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THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1203.
FILED, NOVEMBER 5th. 1964.

MONETA PORCUPINE MINES, LIMITED

Full corporate name of Company
Incorporated under the Laws of the Province of Ontario
by Letters Patent dated October 14, 1910.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(a) change in the effective control of the Company (see Item 16) (b) complete change in Board of Directors (see Item 3) (c) Changes in the investment portfolio - See Item 17.
2. Head office address and any other office address.	Head Office: Suite 1502, 320 Bay Street, Toronto 1, Ontario. Vancouver Office: Room 717, 402 West Pender St., Vancouver, B.C.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	See Schedule "A" on page 2.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized capital - 3,000,000 shares \$1.00 par value Issued and outstanding - 2,663,860 shares
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	None
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Not applicable
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	It is anticipated that the Company will enlarge its exploration program as it continues its search for a new mine. There has been no sale of treasury shares, and no such sale is contemplated. The company intends to invest its funds in the shares of other mining companies and in mineral exploration and development either alone or in conjunction with others as appears warranted from time to time.
10. Brief statement of company's chief development work during past year.	\$81,127 spent on exploration 1964 to August 31, less \$8,392 recovered from prior years' exploration expense. Largest single expenditures were: (1) participation in Silmonac Mines Ltd. \$22,015 - drifting, raising and diamond drilling in Slocan area of British Columbia; (2) prospecting and trenching in Alaska \$6,259; (3) geophysical surveys, diamond drilling and claims expense in Quebec \$4,872; (4) Prospecting and grubstakes in general \$9,470.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None

SCHEDULE "A"

Filing Statement - Moneta Porcupine Mines, Limited

Item 3.

President and Director	Paul O. Berliz	Rideau Towers, Calgary, Alberta.	Executive Vice-President, Canadawide Investments Limited; Since April, 1963, President, Charter Oil Company Limited; Since December 1963, Chairman of the Board, Peso Silver Mines Limited.
Vice-President and Director	Avery Stone	1281 Broughton St., Apt. 602, Vancouver 5, B.C.	Certified Public Accountant, U.S. Treasury Department; Since July 1964 Executive Vice-President, Peso Silver Mines Limited
Secretary-Treasurer	Elsie E. Ritchie	74 Kingsdale Ave., Willowdale, Ont.	Since January, 1963, Secretary- Treasurer, Moneta Porcupine Mines, Limited; formerly Assistant Secretary-Treasurer Moneta Porcupine Mines, Limited
General Manager	Patrick H. Taylor	1615 Petrie Way, Clarkson, Ontario	Since March, 1964 General Manager, Moneta Porcupine Mines, Limited; formerly Assistant General Manager, Moneta Porcupine Mines, Limited
Director	Henry M. Beaumont	4252 Gloucester Dr., Calgary, Alberta.	Solicitor, Partner in the firm of Nesbitt & Beaumont, Calgary, Alberta
Director	Cecil S. Walker	7365 Punnett Close, Burnaby, B.C.	President and Manager of Walker Bros., Burnaby, B.C. Since 1962 President of Peso Silver Mines Limited
Director	J. Scott Rattray	55 Pine Crescent, Toronto 8, Ontario.	Since 1962 Partner in investment firm, Jenkin Evans & Co. Limited; formerly Director of Publicity, Toronto Stock Exchange.
Director	Jacques Beique	9135 LaSalle Blvd., Lachine, Que.	Advocate, Montreal, P.Q.

FINANCIAL STATEMENTS

FINANCIAL STATEMENTS
MONETA PORCUPINE MINES LIMITED
(Incorporated under the laws of Ontario)

INTERIM BALANCE SHEET AS AT AUGUST 31, 1964

ASSETS

Current Assets

Cash	222,853
Debentures and guaranteed investment certificates, at cost	820,000
Marketable securities, at cost less amounts written off (market value \$685,300)	340,222
Accrued Interest	8,660
Accounts Receivable	11,054
Prepaid Expenses	8,674

Investment in Alwinex Limited, at cost (market value \$1,979,752)	1,411,463
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Fixed Assets

Buildings and equipment, at cost	33,618
Less Accumulated depreciation	26,838
Mining properties, at nominal value	6,780

APPROVED ON BEHALF OF THE BOARD

DIRECTORS

Avery Stone

October , 1964.

LIABILITIES

Current Liabilities

Accounts payable and accrued expenses	22,860
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- SHAREHOLDERS' EQUITY -

Capital Stock	
Authorized, 3,000,000 shares par value \$1.00 each	
Issued, 2,543,860 shares (See note below)	2,543,860
Less Net discount thereon	856,891
Earned Surplus	1,686,969
	2,112,274

Note:

As at August 31, 1964, an aggregate of 200,000 shares of the company's unissued capital stock was reserved for options at 80¢ per share to directors, officers and employees of the company. Specific options to purchase 120,000 of the said shares had been granted to two officers, extending to May 8, 1966. These were exercised in full in October, 1964.

\$2,135,134

6,781

\$2,135,134

MONETA PORCUPINE MINES, LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE EIGHT MONTHS ENDED AUGUST 31, 1964

SOURCE OF FUNDS

Income from investments	\$ 64,216	\$
Sundry income, including bank interest	<u>10,496</u>	74,712
Net realized appreciation on sale of investments		<u>27,621</u>
		\$ <u>102,333</u>

APPLICATION OF FUNDS

Administration	13,391	
Mine property maintenance	560	
Exploration (net after recovery of prior years' expense)	72,735	
Equipment	232	
Dividend	<u>127,193</u>	<u>214,111</u>

<u>DECREASE IN WORKING CAPITAL</u> described below		\$ <u>111,778</u>
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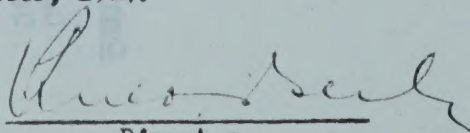
WORKING CAPITAL - COMPARATIVE STATEMENT


	<u>Dec. 31, 1964</u>	<u>Aug. 31, 1964</u>
<u>CURRENT ASSETS</u>		
Cash	\$ 277,599*	\$ 222,853
Debentures and guaranteed investment certificates, at cost	895,000	820,000
Marketable securities, at cost less amounts written off	370,232	340,222
Accrued interest	21,410	8,660
Accounts receivable	31,610	11,054
Prepaid expenses	<u>4,373</u>	<u>8,674</u>
	1,600,224	1,411,463
<u>INVESTMENT IN ALMINEX LIMITED</u> (at cost)	<u>625,220</u>	<u>716,890</u>
	\$2,225,444	\$2,128,353
<u>CURRENT LIABILITIES</u>		
Accounts payable and accrued expenses	<u>8,173*</u>	<u>22,860</u>
	<u>\$2,217,271</u>	<u>\$2,105,493</u>
<u>DECREASE IN WORKING CAPITAL</u>		\$ <u>111,778</u>

NOTE: These two figures differ from the Company's audited statement by \$7,073 - the amount of unclaimed dividends at December 31, 1963. The Company does not include this as cash in its own financial statements.

The Company hereby certifies that other than expenditures in the normal course of business, there have been no material changes with respect to the financial position of the Company since August 31, 1964, except with respect to the exercise of options (see note to Balance Sheet) and investment transactions, per supplementary schedule attached.

Vancouver
DATED at Toronto, this 28th day of October, 1964.


Director


Director

MONETA PORCUPINE MINES, LIMITED

INVESTMENT SCHEDULE 1964 (page 1)

(in \$1000)

Current Date			STOCKS	August 31	
Book Value	Avg. Net Price	No. of Shares		Price	Mkt. Val.
Mining & Oil					
-	-	15,000	Biroco	.02	.3
-	-	14,000	Brown McDade (free)	.21	2.9
-	-	10,740	(esc.)	-	-
35.5	5.77	6,150	Cdn. Gas & Energy	8.25	50.7
.3	.02	18,650	" " " "B" Wts	2.20	41.0
76.5	.35	216,038	Delnite	.85	183.6
17.8	21.00	850	Dome Mines	30.63	26.0
-	-	1,000	Dominion Magnesium	10.00	10.0
-	-	-		-	-
.3	.13	2,450	Joburke	.20	.5
-	-	25	Jongsmith	.18	-
-	-	373	Kerr-Addison	7.00	2.6
21.0	42.08	500	McIntyre	58.00	29.0
42.3	33.80	1,250	Newmont	44.45	55.6
9.4	17.08	553	Patino Corp.	8.00	4.4
18.2	.27	67,900	Que. Mattagami	.16	10.9
1.4	10.00	140	Que. Natural Gas	10.38	1.5
20.3	10.15	2,000	Teck Corporation	5.25	10.5
3.7	.08	49,000	Tofino	-	-
				429.5	
Industrials					
10.1	12.66	800	Can. Packers "B"	69.00	55.2
-	-	200	G.P.C. Limited	.02	-
13.3	14.94	893	Imperial Oil	51.88	46.3
-	-	-		-	-
11.3	5.19	2,165	Int. Paper	34.50	74.7
3.3	5.61	580	Steel Company	25.88	15.0
				191.2	
				620.7	
Short Term Notes & Debentures					
125.0		125,000	Can. Permanent 5½% July 3/67		125.0
95.0		95,000	Br. Mortgage 5½% July 20/67		95.0
200.0		200,000	Victoria & Grey 5½% July 26/67		200.0
325.0		325,000	Can. Permanent 5½% Aug. 1/67		325.0
75.0		75,000	Victoria & Grey 5½% May 17/68		75.0
				820.0	
Gas & Energy Debentures					
3.5		3,500	Que. Nat. Gas 5.75% Apr. 1/85	94.00	3.3
34.5		34,500	Trans-Canada Pipe 5.85% Jan.1/87	100.00	34.5
17.5		17,500	Trans-Canada Pipe 5% June 1/88	153.00	26.8
				64.6	
55.5		55,500			
				884.6	
875.5		875,500	Total Notes & Debentures		
				1505.3	
Total Stocks, Notes & Debentures					
Shares Invest. in Assoc. Companies					
716.9	1.33	538,314* (12,642 under option @ \$2.75)	Alminex Limited	3.70	1979.8*
Total Investments				3485.1	

Moneta Porcupine Mines, Limited
Schedule of Investment Transactions
September 1 to October 28, 1964.

- P U R C H A S E S -

<u>Stock</u>		<u>Amount</u>
4,300 Shs.	Alminex Limited	\$16,086
6,700 "	Charter Oil Company Limited	12,839
38,300 "	Peso Silver Mines Limited	81,670
<u>Debentures</u>		
\$76,000	Charter Oil Company Limited 5 1/2% debenture due Aug. 1, 1972	68,760
		<u>\$179,355</u>

- S A L E S -

<u>Stock</u>		
14,000 Shs.	Brown-McDade Mines Limited	3,147
700 "	Canada Packers Limited "B"	50,664
1,000 "	Dominion Magnesium Limited	10,865
893 "	Imperial Oil Limited	49,315
1,700 "	International Paper Company Limited	66,918
2,450 "	Joburke Mines Limited	463
25 "	Jonsmith Mines Limited	5
373 "	Kerr-Addison Mines Limited	2,678
553 "	The Patino Mining Corporation	4,913
140 "	Quebec Natural Gas Corporation	1,609
580 "	Steel Company of Canada Limited	15,162
		<u>\$205,739</u>
<u>Short Term Notes and Debentures</u>		<u>820,000</u>
(as listed in Aug. 31 Investment Schedule page 2)		<u>\$1,025,739</u>

MONETA PORCUPINE MINES, LIMITED

Schedule supporting Item 17

Investment Transactions, October 16 - 28, 1964

- PURCHASES -

<u>Stock</u>		<u>Amount</u>
6,700 Shs.	Charter Oil Company Limited	\$12,839.00
38,300 "	Peso Silver Mines Limited	81,670.00
		<hr/>
		\$94,509.00
<u>Debentures</u>		
\$76,000	Charter Oil Company Limited 5 $\frac{3}{4}$ %, due August 1, 1972.	68,760.00
		<hr/>
		\$163,269.00

- SALES -

<u>Stock</u>		
700 Shs.	Canada Packers Limited "B"	\$ 50,664.00
893 "	Imperial Oil Limited	49,315.00
1,700 "	International Paper Company Limited	66,918.00
140 "	Quebec Natural Gas Corporation	1,609.00
580 "	Steel Company of Canada Limited	15,162.00
		<hr/>
		\$183,668.00
<u>Short Term Notes and Debentures</u>		
\$450,000	Canada Permanent Mortgage Corp.	450,000.00
275,000	Victoria & Grey Trust Company	275,000.00
95,000	British Mortgage & Trust Company	95,000.00
		<hr/>
		\$820,000.00
	<u>TOTAL SALES</u>	<u>\$1,003,668.00</u>

12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	None										
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None										
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable.										
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<p>As at October 27, 1964:</p> <table> <tr> <td>Roytor & Co. No. 1 A/c, C/o Royal Bank of Canada, 2 King St. E., Toronto 1</td><td>1,056,322 shs.</td></tr> <tr> <td>North Canadian Enterprises Ltd., c/o Sheridan Geophysics Ltd., 4 King St. W., Toronto</td><td>104,000 "</td></tr> <tr> <td>Montor Company, C/o Toronto-Dominion Bank, St. James & McGill Sts., Montreal.</td><td>101,400 "</td></tr> <tr> <td>Domtor Co., Toronto-Dominion Bank Bldg., King & Yonge Sts., Toronto.</td><td>98,100 "</td></tr> <tr> <td>Barclay & Crawford, 38 King St. W., Toronto.</td><td>88,725 "</td></tr> </table> <p>The shares registered in the name of Roytor & Co. are beneficially owned by Canadawide Investments Limited, Rideau Towers, Calgary, Alberta. The company is not aware of the beneficial owners of the shares held in the name of the last four named registrants in Item 14.</p>	Roytor & Co. No. 1 A/c, C/o Royal Bank of Canada, 2 King St. E., Toronto 1	1,056,322 shs.	North Canadian Enterprises Ltd., c/o Sheridan Geophysics Ltd., 4 King St. W., Toronto	104,000 "	Montor Company, C/o Toronto-Dominion Bank, St. James & McGill Sts., Montreal.	101,400 "	Domtor Co., Toronto-Dominion Bank Bldg., King & Yonge Sts., Toronto.	98,100 "	Barclay & Crawford, 38 King St. W., Toronto.	88,725 "
Roytor & Co. No. 1 A/c, C/o Royal Bank of Canada, 2 King St. E., Toronto 1	1,056,322 shs.										
North Canadian Enterprises Ltd., c/o Sheridan Geophysics Ltd., 4 King St. W., Toronto	104,000 "										
Montor Company, C/o Toronto-Dominion Bank, St. James & McGill Sts., Montreal.	101,400 "										
Domtor Co., Toronto-Dominion Bank Bldg., King & Yonge Sts., Toronto.	98,100 "										
Barclay & Crawford, 38 King St. W., Toronto.	88,725 "										
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	<p>Roytor & Co., No. 1 A/c, C/o Royal Bank of Canada, 2 King Street East, Toronto 1, Ontario.</p> <p>Paul O. Berlitz, President of the Company, owns 43 1/3% of the shares of Canadawide Investments Limited.</p>										
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<p>Schedule of investments attached (as at August 31, 1964) See page 5.</p> <p>The Company purchased on October 29, 1964, 500,000 shares of Peso Silver Mines Ltd. at \$2.10 per share and \$220,000.00 (par value) of Charter Oil Company Limited 5 3/4% debentures at 91% plus accrued interest, both from Charter Oil Company Limited in a private transaction. The company sold between October 16 and October 28, 1964, certain short term and other securities in the open market to a value of \$1,003,668.00 and has purchased other securities to a value of \$163,269.00 as set forth in the attached schedule.</p>										
18. Brief statement of any lawsuits pending or in process against company or its properties.	None										
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None, but the Company has entered into joint exploration agreements, normal to the mining business, and employment contracts.										
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	No shares are presently in primary distribution.										

CERTIFICATE OF THE COMPANY

DATED October 28, 1964

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"A. Stone." [Signature] CORPORATE SEAL
"P.O. Berlitz." [Signature]

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)